

§ 47-18.3. Execution of corporate instruments; authority and proof.

(a) Notwithstanding anything to the contrary in the bylaws or articles of incorporation or the operating agreement or articles of organization, when it appears on the face of an instrument registered in the office of the register of deeds that the instrument was signed in the ordinary course of business on behalf of a domestic or foreign corporation or a domestic or foreign limited liability company by its chairman, president, chief executive officer, a vice-president, assistant vice-president, treasurer, chief financial officer, chief operations officer, general counsel, deputy or assistant general counsel, manager, member, director, or other fiduciary duly authorized by the applicable business entity's statutes or governing documents, such an instrument shall be as valid with respect to the rights of innocent third parties as if executed pursuant to authorization from the board of directors, unless the instrument reveals on its face a potential breach of fiduciary obligation. The subsection shall not apply to parties who had actual knowledge of lack of authority or of a breach of fiduciary obligation.

(b) Any instrument registered in the office of the register of deeds, appearing on its face to be executed by a corporation or limited liability company, foreign or domestic, and bearing a seal which purports to be the corporate seal, setting forth the name of the corporation engraved, lithographed, printed, stamped, impressed upon, or otherwise affixed to the instrument, is prima facie evidence that the seal is the duly adopted corporate seal of the corporation, that it has been affixed as such by an individual duly authorized so to do, that the instrument was duly executed and signed by individuals who were officers or agents of the corporation acting by authority duly given by the board of directors, and that any such instrument is the act of the corporation, and shall be admissible in evidence without further proof of execution.

(c) Nothing in this section shall be deemed to exclude the power of any corporate or limited liability company representatives to bind the corporation or limited liability company pursuant to express, implied, inherent or apparent authority, ratification, estoppel, or otherwise.

(d) Nothing in this section shall relieve corporate or limited liability company officers from liability to the corporation or limited liability company or from any other liability that they may have incurred from any violation of their actual authority.

(e) Any corporation or limited liability company may convey an interest in real property which is transferable by instrument which is duly executed by either an officer, manager, member, or agent of said corporation or limited liability company and has attached thereto a signed and attested resolution of the board of directors of said corporation or the managers or members of the limited liability company authorizing the said officer, manager, member, or agent to execute, sign, seal, and attest deeds, conveyances, or other instruments. This section shall be deemed to have been complied with if an attested resolution is recorded separately in the office of the register of deeds in the county where the land lies, which said resolution shall be applicable to all deeds executed subsequently thereto and pursuant to its authority. Notwithstanding the foregoing, this section shall not require a signed and attested resolution of the board of directors of the corporation or the managers or members of the limited liability company to be attached to an instrument or separately recorded in the case of an instrument duly executed by the corporation's or limited liability company's chairman, president, chief executive officer, a vice-president, assistant vice-president, treasurer, chief financial officer, chief operations officer, general counsel, deputy or assistant general counsel, manager, member, director, or other fiduciary duly authorized by the applicable business entity's statutes or governing documents. All deeds, conveyances, or other instruments which have been heretofore or shall be hereafter so executed shall, if otherwise sufficient, be valid and shall have the effect to pass the title to the real or personal property described therein. (1991, c. 647, s. 2; 1999-221, s. 4; 2018-80, s. 2.2.)